

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Sears Holdings Corporation, *et al.*,¹

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**NOTICE OF TENTH QUARTERLY REPORT OF KATTEN MUCHIN ROSENMAN
LLP, AS SPECIAL AVOIDANCE COUNSEL FOR THE DEBTORS, FOR
ALLOWANCE OF CONTINGENT FEES AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM OCTOBER 1, 2021 THROUGH DECEMBER 31, 2021**

NOTICE IS HEREBY GIVEN that Katten Muchin Rosenman LLP (“Katten”), special avoidance counsel for the Debtors, has filed its Tenth Quarterly Report for Allowance of Contingent Fees and Reimbursement of Expenses for the Period From October 1, 2021 through December 31, 2021, seeking allowance and payment of Katten’s contingent fees in the amount of \$1,074,756.92 and actual and necessary expenses in the amount of \$4,552.90 (the “Tenth Quarterly Report”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

NOTICE IS FURTHER GIVEN that objections, if any, to the Tenth Quarterly Report and request for allowance of Katten's contingent fees and reimbursement of expenses must be filed with the Clerk of the Court and served upon (i) Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, NY 10022 (Attn: Steven J. Reisman, Esq.) and (ii) the Standard Parties as defined and designated in the Bankruptcy Court's Amended Order Implementing Certain Notice and Case Management Procedures, dated November 1, 2018 (D.I. No. 405), so as to be received no later than **February 28, 2022 at 4:00 p.m. (prevailing Eastern Time)**. A hearing on the Tenth Quarterly Report shall be held only in the event timely objections are filed. In the event timely objections are filed, a hearing on the Tenth Quarterly Report and the objection(s) thereto will be scheduled and further notice of the date and time of such hearing will be provided.

NOTICE IS FURTHER GIVEN that, in the absence of any timely objection to the Tenth Quarterly Report, Katten shall file a certificate of no objection with the Bankruptcy Court, after which the fees and expenses requested in the Tenth Quarterly Report may be allowed by the Bankruptcy Court on an interim basis.

Dated: January 31, 2022

KATTEN MUCHIN ROSENMAN LLP

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Case No. 18-23538 (RDD)

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**TENTH QUARTERLY REPORT OF KATTEN MUCHIN
ROSENMAN LLP, AS SPECIAL AVOIDANCE COUNSEL FOR THE
DEBTORS, FOR ALLOWANCE OF CONTINGENT FEES AND
REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM OCTOBER 1, 2021 THROUGH DECEMBER 31, 2021**

Name of Applicant:	Katten Muchin Rosenman LLP, Special Avoidance Counsel to the Debtors
Date of Retention	July 2, 2019, <i>Nunc Pro Tunc</i> to April 1, 2019
Period for which allowance of contingent fees and reimbursement of expenses are sought:	October 1, 2021 through December 31, 2021
Amount of contingent fees sought:	\$1,074,756.92
Amount of reasonable and necessary expense reimbursement sought:	\$4,552.90

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Exhibit A:	Summary of Contingency Fees and Reimbursable Expenses Sought
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1. Katten Muchin Rosenman LLP (“Katten”) hereby files its tenth quarterly report seeking allowance of its contingency fees and reimbursement of its actual and necessary expenses for the period from October 1, 2021 through December 31, 2021 (the “Applicable Period”) in accordance with the Bankruptcy Court’s Amended Order, dated July 2, 2019, Authorizing the Employment and Retention of Katten Muchin Rosenman LLP as Special Avoidance Counsel for Debtors *Nunc Pro Tunc* to April 1, 2019 [D.I. 4413].

2. For the Applicable Period, Katten’s contingent fees are in the amount of \$1,074,756.92 and its reimbursable actual and necessary expenses are in the amount of \$4,552.90.

Dated: January 31, 2022

KATTEN MUCHIN ROSENMAN LLP

By: /s/ Steven J. Reisman
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Terence G. Banich, Esq.

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EXHIBIT A

Contingent Fees¹:	6.5% of gross recoveries of \$345,274.38:	\$22,442.83
	11.0% of gross recoveries of \$1,000,878.86	\$110,096.68
	2.5% of gross recoveries of \$9,081,478.89:	\$227,036.97
	4.5% of gross recoveries of \$15,918,521.11:	\$716,333.45
	Fee adjustments ²	(\$1,153.01)

Expenses:

Expense	Cost
Courier	\$380.49
Court Costs	\$132.00
Legal Research	\$3,028.13
Postage	\$12.28
Mediation Fees	\$1,000.00
Process Server Fees	\$0.00
Filing Fees for Adversary Proceedings	\$0.00
Local Transportation	\$0.00
Out of Town Transportation	\$0.00
TOTAL:	\$4,552.90

¹ Pursuant to the *Order Authorizing the Employment and Retention of Katten Muchin Rosenman LLP as Special Avoidance Counsel for Debtors Nunc Pro Tunc to April 1, 2019* [Docket No. 4374], the terms of Katten's compensation are adjusted upon clearing the Tier 2 Threshold (as defined therein) for total cash proceeds collected in connection with the Katten/Acumen Actions (as defined therein). During the Fee Period, Katten and Acumen (now, Stretto) cleared the Tier 2 Threshold. Accordingly, the fees sought herein reflect this change in compensation structure.

² The total fees sought in this Tenth Quarterly Report were reduced to reflect adjustments from previous commissions received by Katten from the Debtors for cash proceeds that were subsequently not collected in connection with the Katten/Acumen Actions.